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W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Statement of Operations
MOR - 2
Month Ended November 30, 2002

		W.R. Grace & Co.	W.R. Grace & Co. Subsidiaries	W.R. Grace & Co. Chapter 11 Filing Entities	W.R. Grace & Co. Chapter 11 Filing Entities	W.R. Grace & Co. Chapter 11 Filing Entities	W.R. Grace & Co. Chapter 11 Filing Entities	W.R. Grace & Co. Chapter 11 Filing Entities	W.R. Grace & Co. Chapter 11 Filing Entities
Net sales to third parties	\$ 64,865,454	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net sales to non-filing entities	7,976,211	-	-	-	-	-	-	-	-
Net sales to filing entities	130,025	-	-	-	-	-	-	-	-
Interest and royalties from non-filing entities, net	(4,980,318)	-	-	-	-	-	-	-	-
Interest and royalties from filing entities, net	(5,645,108)	4,104,433	762,089	19,173	845,233	-	2,602,915	-	-
Other income	(209,010)	-	(1,094)	-	-	-	-	-	-
	62,137,253	4,104,433	760,995	19,173	845,233	-	2,602,915	-	-
Cost of goods sold to third parties	40,464,494	-	-	-	-	-	-	-	-
Cost of goods sold to non-filing entities	6,106,244	-	-	-	-	-	-	-	-
Cost of goods sold to filing entities	160,505	-	-	-	-	-	-	-	-
Selling, general and administrative expenses	19,041,424	-	5,772	-	-	(8,036)	-	-	-
Research and development expenses	3,518,454	-	-	-	-	-	-	-	-
Depreciation and amortization	5,082,697	-	2,562	-	-	-	-	-	-
Interest expense	1,504,888	-	-	-	-	-	-	-	-
	75,878,706	-	8,333	-	-	(8,036)	-	-	-
Income before Chapter 11 reorganization expenses, income taxes, minority interest and equity in net income of non-filing entities	(13,741,453)	4,104,433	752,662	19,173	845,233	8,036	2,602,915	-	-
Chapter 11 reorganization expenses, net	(4,947,423)	-	-	-	-	-	-	-	-
(Provision for) benefit from income taxes	6,300,536	(1,436,552)	(263,432)	(6,710)	(295,831)	(2,813)	(911,020)	-	-
Minority interest in income of subsidiary	-	-	-	-	-	-	-	-	-
Equity in net income of non-filing entities	-	-	-	-	-	-	-	-	-
Net income	\$(12,388,339)	\$2,667,881	\$ 489,230	\$ 12,463	\$ 549,402	\$ 5,223	\$1,691,895	\$ -	\$ -

Note #2

Certain de minimis expenditures, including state registration fees, business license fees and certain taxes, of affiliated companies are accounted for in the statement of operations of W. R. Grace & Co - Conn.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Statement of Operations
MOR - 2
Month Ended November 30, 2002

Net sales to third parties	\$ -	\$ 484,210	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net sales to non-filing entities	-	-	-	-	-	-	-	-	-	-
Net sales to filing entities	-	3,148	-	-	-	-	-	-	-	-
Interest and royalties from non-filing entities, net	2,066,232	-	-	-	-	-	-	-	-	-
Interest and royalties from filing entities, net	(2,688,765)	-	-	-	-	-	-	-	-	-
Other income	-	-	-	-	-	-	-	-	-	-
	(622,533)	487,358	-	-	-	-	-	-	-	-
Cost of goods sold to third parties	-	395,789	-	-	-	-	-	-	-	-
Cost of goods sold to non-filing entities	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to filing entities	-	9,740	-	-	-	-	-	-	-	-
Selling, general and administrative expenses	-	(6,383)	-	-	-	-	-	-	-	-
Research and development expenses	-	-	-	-	-	-	-	-	-	-
Depreciation and amortization	-	7,628	-	-	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-	-	-	-	-
	-	406,774	-	-	-	-	-	-	-	-
Income before Chapter 11 reorganization expenses, income taxes, minority interest and equity in net income of non-filing entities	(622,533)	80,583	-	-	-	-	-	-	-	-
Chapter 11 reorganization expenses, net	-	-	-	-	-	-	-	-	-	-
(Provision for) benefit from income taxes	178,023	(28,204)	-	-	-	-	-	-	-	688
Minority interest in income of subsidiary	-	-	-	-	-	-	-	-	-	-
Equity in net income of non-filing entities	-	-	-	-	-	-	-	-	-	-
Net income	\$ (444,510)	\$ 52,379	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 688

Note #2

Certain de minimis expenditures, including state registration fees, business license fees and certain taxes, of affiliated companies are accounted for in the statement of operations of W.R. Grace & Co. - Conn.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Statement of Operations
MOR - 2
Month Ended November 30, 2002

	2002	2001	2000	1999	1998	1997	1996	1995	1994	1993	1992
Net sales to third parties	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net sales to non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Net sales to filing entities	-	-	-	-	-	-	-	-	-	-	-
Interest and royalties from non-filing entities, net	-	-	-	-	-	-	-	-	-	-	-
Interest and royalties from filing entities, net	-	-	-	-	-	-	-	-	-	-	-
Other income	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to third parties	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to filing entities	-	-	-	-	-	-	-	-	-	-	-
Selling, general and administrative expenses	-	-	-	-	-	-	-	-	-	-	-
Research and development expenses	-	-	-	-	-	-	-	-	-	-	-
Depreciation and amortization	-	-	-	-	-	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-
Income before Chapter 11 reorganization expenses, income taxes, minority interest and equity in net income of non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Chapter 11 reorganization expenses, net	-	-	-	-	-	-	-	-	-	-	-
(Provision for) benefit from income taxes	-	-	-	-	-	-	-	-	-	-	-
Minority interest in income of subsidiary	-	-	-	-	-	-	-	-	-	-	-
Equity in net income of non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Net income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Note #2

Certain de minimis expenditures, including state registration fees, business license fees and certain taxes, of affiliated companies are accounted for in the statement of operations of W.R. Grace & Co. - Conn.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Statement of Operations
MOR - 2
Month Ended November 30, 2002

	Operating Revenues	Operating Expenses	Operating Income	Other Revenues	Other Expenses	Income Before Reorganization Expenses	Reorganization Expenses	Income Before Income Taxes	Income Taxes	Minority Interest	Equity in Net Income of Non-Filing Entities	Net Income
Net sales to third parties	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net sales to non-filing entities	-	-	-	-	-	-	-	-	-	-	-	-
Net sales to filing entities	-	-	-	-	-	-	-	-	-	-	-	-
Interest and royalties from non-filing entities, net	-	-	-	-	-	-	-	-	-	-	-	-
Interest and royalties from filing entities, net	-	-	-	-	-	-	-	-	-	-	-	-
Other income	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to third parties	-	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to non-filing entities	-	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to filing entities	-	-	-	-	-	-	-	-	-	-	-	-
Selling, general and administrative expenses	-	-	-	-	-	-	-	-	-	-	-	-
Research and development expenses	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation and amortization	-	-	-	-	-	-	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
Income before Chapter 11 reorganization expenses, income taxes, minority interest and equity in net income of non-filing entities	-	-	-	-	-	-	-	-	-	-	-	-
Chapter 11 reorganization expenses, net	-	-	-	-	-	-	-	-	-	-	-	-
(Provision for) benefit from income taxes	-	-	-	-	-	-	-	-	-	-	-	-
Minority interest in income of subsidiary	-	-	-	-	-	-	-	-	-	-	-	-
Equity in net income of non-filing entities	-	-	-	-	-	-	-	-	-	-	-	-
Net income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Note #2

Certain de minimis expenditures, including state registration fees, business license fees and certain taxes, of affiliated companies are accounted for in the statement of operations of W.R. Grace & Co. - Conn.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Statement of Operations
MOR - 2
Month Ended November 30, 2002

Net sales to third parties	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net sales to non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Net sales to filing entities	-	-	-	-	-	-	-	-	-	-	-
Interest and royalties from non-filing entities, net	-	-	-	-	-	-	-	-	-	-	-
Interest and royalties from filing entities, net	-	-	-	-	-	-	-	-	-	-	-
Other income	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to third parties	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to filing entities	-	-	-	-	-	-	-	-	-	-	-
Selling, general and administrative expenses	-	-	30,233	-	-	-	-	-	-	-	-
Research and development expenses	-	-	-	-	-	-	-	-	-	-	-
Depreciation and amortization	-	-	-	-	-	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-	-	-	-	-	-
	-	-	30,233	-	-	-	-	-	-	-	-
Income before Chapter 11 reorganization expenses, income taxes, minority interest and equity in net income of non-filing entities	-	-	(30,233)	-	-	-	-	-	-	-	-
Chapter 11 reorganization expenses, net	-	-	-	-	-	-	-	-	-	-	-
(Provision for) benefit from income taxes	-	-	-	-	-	-	-	-	-	-	-
Minority interest in income of subsidiary	-	-	-	-	-	-	-	-	-	-	-
Equity in net income of non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Net income	\$ -	\$ -	\$ (30,233)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Note #2

Certain de minimis expenditures, including state registration fees, business license fees and certain taxes, of affiliated companies are accounted for in the statement of operations of W.R. Grace & Co. - Conn.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Statement of Operations
MOR - 2
Month Ended November 30, 2002

Net sales to third parties	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net sales to non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Net sales to filing entities	-	-	-	-	-	-	-	-	-	-	-
Interest and royalties from non-filing entities, net	-	-	-	-	-	-	-	-	-	-	-
Interest and royalties from filing entities, net	-	-	-	-	-	-	-	-	-	-	-
Other income	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to third parties	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Cost of goods sold to filing entities	-	-	-	-	-	-	-	-	-	-	-
Selling, general and administrative expenses	-	-	-	-	-	-	-	-	-	-	-
Research and development expenses	-	-	-	-	-	-	-	-	-	-	-
Depreciation and amortization	-	-	-	-	-	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-
Income before Chapter 11 reorganization expenses, income taxes, minority interest and equity in net income of non-filing entities	-	-	-	-	-	-	-	-	-	-	-
Chapter 11 reorganization expenses, net	-	-	-	-	-	-	-	-	-	-	-
(Provision for) benefit from income taxes	-	-	-	-	-	-	-	-	-	-	-
Minority interest in income of subsidiary	-	-	-	-	-	-	-	-	-	-	-
Equity in net income of non-filing entities	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-
Net income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Note #2

Certain de minimis expenditures, including state registration fees, business license fees and certain taxes, of affiliated companies are accounted for in the statement of operations of W.R. Grace & Co. - Conn.

W.R. Grace & Co. - Chapter 11 Filing Entities Combining Statement of Operations MOR - 2 Month Ended November 30, 2002						
Net sales to third parties	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 65,349,664
Net sales to non-filing entities	-	-	-	-	-	7,976,211
Net sales to filing entities	-	-	-	(133,173)	-	-
Interest and royalties from non-filing entities, net	-	-	-	-	-	(2,914,087)
Interest and royalties from filing entities, net	-	-	-	30	-	-
Other income	-	-	-	-	-	(210,104)
	-	-	-	(133,142)	-	70,201,684
Cost of goods sold to third parties	-	-	-	-	-	40,860,283
Cost of goods sold to non-filing entities	-	-	-	-	-	6,106,244
Cost of goods sold to filing entities	-	-	-	(170,246)	-	-
Selling, general and administrative expenses	-	-	-	-	-	19,063,010
Research and development expenses	-	-	-	-	-	3,518,454
Depreciation and amortization	-	-	-	-	-	5,092,886
Interest expense	-	-	-	-	-	1,504,888
	-	-	-	(170,246)	-	76,145,765
Income before Chapter 11 reorganization expenses, income taxes, minority interest and equity in net income of non-filing entities	-	-	-	37,103	-	(5,944,080)
Chapter 11 reorganization expenses, net	-	-	-	-	-	(4,947,423)
(Provision for) benefit from income taxes	-	-	-	-	-	3,534,685
Minority interest in income of subsidiary	-	-	-	-	-	-
Equity in net income of non-filing entities	-	-	-	-	8,969,904	8,969,904
Net Income	\$ -	\$ -	\$ -	\$ 37,103	\$ 8,969,904	\$ 1,613,086

Note #2

Certain de minimis expenditures, including state registration fees, business license fees and certain taxes, of affiliated companies are accounted for in the statement of operations of W. R. Grace & Co. - Conn.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Balance Sheet
MOR - 3
November 30, 2002

		W.R. Grace & Co.	W.R. Grace & Co.	W.R. Grace & Co.	W.R. Grace & Co.	W.R. Grace & Co.
ASSETS						
Current Assets						
Cash and cash equivalents	\$ 39,957,179	\$ -	\$ (63,258)	\$ -	\$ -	\$ -
Notes and accounts receivable, net	114,088,732	-	181,752	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	258,201,129	(388,847,585)	(159,821)	12,980,369	(27,819,945)	(9,516,098)
Inventories	74,123,870	-	-	-	-	-
Deferred income taxes	9,276,537	-	3,178,341	-	-	-
Asbestos-related insurance expected to be realized within one year	7,717,970	-	-	-	-	-
Other current assets	60,416,888	-	-	-	-	-
Total Current Assets	563,782,304	(388,847,585)	3,137,014	12,980,369	(27,819,945)	(9,516,098)
Properties and equipment, net	379,209,009	-	487,794	-	-	-
Goodwill, net	14,441,998	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	83,383,389	-	-	-	-	-
Deferred income taxes	728,739,525	-	44,101,884	-	-	-
Asbestos-related insurance expected to be realized after one year	274,943,452	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	(1,071,426,235)	800,637,953	123,922,196	4,572,280	197,375,325	-
Investment in filing and non-filing entities	801,411,141	241,512,111	-	-	-	-
Other assets	300,712,698	-	-	-	-	-
Total Assets	\$ 2,075,197,278	\$ 653,302,478	\$ 171,648,888	\$ 17,552,649	\$ 169,555,379	\$ (9,516,098)
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ (0)	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	27,740,561	-	97,958	-	-	-
Income taxes payable	(0)	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	0	-	-	-	-	-
Other current liabilities	81,502,274	-	20,758	-	0	15,713
Total Current Liabilities	109,242,835	-	118,716	-	0	15,713
Long-term debt - DIP facility	(438,134)	-	-	-	-	-
Deferred income taxes	211,286,089	-	-	-	-	-
Asbestos-related liability expected to be disbursed after one year	(0)	-	-	-	-	-
Other liabilities	291,832,708	0	0	-	(0)	-
Total Liabilities Not Subject to Compromise	611,923,497	0	118,716	-	0	15,713
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	537,596,422	-	-	-	-	-
Accounts payable	31,950,719	-	665,607	-	-	-
Income taxes payable	171,536,899	31,963,448	2,325,228	68,676	9,463,136	(329,192)
Asbestos-related liability	975,281,291	-	-	-	-	-
Other liabilities	352,478,349	188,091	133,190,572	-	32,239,894	-
Total Liabilities Subject to Compromise	2,068,843,681	32,151,539	136,181,407	68,676	41,703,030	(329,192)
Total Liabilities	2,680,767,178	32,151,539	136,300,123	68,676	41,703,030	(313,479)
Shareholders' Equity (Deficit)						
Preferred Stock	-	-	-	-	-	-
Common Stock	83,968,960	769,612	12,223	1,000	-	1,000
Paid in capital	142,809,878	429,352,702	9,724,449	34,052,467	56,011,577	-
(Accumulated deficit)/Retained earnings	(637,739,483)	328,023,486	25,612,094	(16,569,493)	71,840,773	(9,203,619)
Treasury stock, at cost	-	(136,994,960)	-	-	-	-
Accumulated other comprehensive loss	(194,609,255)	100	-	-	-	-
Total Shareholders' Equity (Deficit)	(605,569,900)	621,150,939	35,348,765	17,483,973	127,852,349	(9,202,619)
Total Liabilities and Shareholders' Equity (Deficit)	\$ 2,075,197,278	\$ 653,302,478	\$ 171,648,888	\$ 17,552,649	\$ 169,555,379	\$ (9,516,098)

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Balance Sheet
MOR - 3
November 30, 2002

	W.R. Grace & Co.	W.R. Grace & Co. - Operating	W.R. Grace & Co. - Non-Operating	W.R. Grace & Co. - Trusts	W.R. Grace & Co. - Other	W.R. Grace & Co. - Total
ASSETS						
Current Assets						
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ (0)	\$ 3,484,463	\$ -
Notes and accounts receivable, net	-	79,169	-	-	2,505,643	-
Receivables from/(payables to) filing and non-filing entities, net	(372,882,360)	5,814,464	140,477,882	(85,439,731)	(925,087)	(5,195,589)
Inventories	-	(0)	-	-	125,243	-
Deferred income taxes	-	71,614	-	-	17,655	-
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-	-
Other current assets	-	-	-	-	2,219	-
Total Current Assets	(372,882,360)	5,965,247	140,477,882	(85,439,731)	5,210,136	(5,195,589)
Properties and equipment, net	-	-	-	-	820,203	-
Goodwill, net	-	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-	-
Deferred income taxes	-	38,161	-	-	-	-
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	440,309,353	(3,442,624)	-	(3,284,848)	-	-
Investment in filing and non-filing entities	-	-	-	58,669,484	-	-
Other assets	-	54,000	-	-	154,669	1,176,601
Total Assets	\$ 67,426,994	\$ 2,614,784	\$ 140,477,882	\$ (30,055,114)	\$ 6,185,008	\$ (4,018,988)
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	21,283	-	-	191,967	-
Income taxes payable	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	-	-	-
Other current liabilities	-	349,805	-	-	296,681	-
Total Current Liabilities	-	371,088	-	-	488,648	-
Long-term debt - DIP facility	-	-	-	-	-	-
Deferred income taxes	-	0	-	-	141,872	-
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Not Subject to Compromise	-	371,088	-	-	630,520	-
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	-	-	-	-	-	-
Accounts payable	-	-	-	-	133,907	-
Income taxes payable	20,953,463	(676,739)	(47,122)	(5,914,005)	827,674	(175)
Asbestos-related liability	-	-	-	-	-	-
Other liabilities	-	204,609	-	-	-	-
Total Liabilities Subject to Compromise	20,953,463	(472,130)	(47,122)	(5,914,005)	961,581	(175)
Total Liabilities	20,953,463	(101,042)	(47,122)	(5,914,005)	1,592,101	(175)
Shareholders' Equity (Deficit)						
Preferred Stock	112	-	-	-	-	-
Common Stock	1,000	1,000	-	1,000	1,000	200
Paid in capital	(29,267,410)	-	25,358,993	44,767,489	-	274,606
(Accumulated deficit)/Retained earnings	75,739,828	(426,529)	115,166,011	(35,016,650)	4,591,907	(4,293,619)
Treasury stock, at cost	-	-	-	-	-	-
Accumulated other comprehensive loss	-	3,141,355	-	(33,892,949)	-	-
Total Shareholders' Equity (Deficit)	46,473,531	2,715,826	140,525,004	(24,141,109)	4,592,907	(4,018,813)
Total Liabilities and Shareholders' Equity (Deficit)	\$ 67,426,994	\$ 2,614,784	\$ 140,477,882	\$ (30,055,114)	\$ 6,185,008	\$ (4,018,988)

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Balance Sheet
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November 30, 2002

ASSETS						
Current Assets						
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Notes and accounts receivable, net	-	-	-	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	(2,143,455)	-	(57,817,172)	(50)	(160)	(1,585)
Inventories	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-	-
Other current assets	-	-	-	-	-	-
Total Current Assets	(2,143,455)	-	(57,817,172)	(50)	(160)	(1,585)
Properties and equipment, net	-	-	-	-	-	-
Goodwill, net	-	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	-	-	-	-	-	-
Investment in filing and non-filing entities	-	-	34,053,467	54,500,000	54,500,000	56,011,577
Other assets	-	-	-	-	-	-
Total Assets	(2,143,455)	-	(23,763,706)	54,499,950	54,499,840	56,009,992
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	-	-	-	-	-
Income taxes payable	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	-	-	-
Other current liabilities	-	-	-	-	-	-
Total Current Liabilities	-	-	-	-	-	-
Long-term debt - DIP facility	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Not Subject to Compromise	-	-	-	-	-	-
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	-	-	-	-	-	-
Accounts payable	-	-	-	-	-	-
Income taxes payable	(85)	-	-	(50)	(160)	(496)
Asbestos-related liability	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Subject to Compromise	(85)	-	-	(50)	(160)	(496)
Total Liabilities	(85)	-	-	(50)	(160)	(496)
Shareholders' Equity (Deficit)						
Preferred Stock	-	-	-	-	-	-
Common Stock	-	-	931,540	1	130	130
Paid in capital	-	-	9,408,460	54,499,999	54,499,870	54,499,870
(Accumulated deficit)/Retained earnings	(2,143,370)	-	(34,103,706)	-	-	1,510,488
Treasury stock, at cost	-	-	-	-	-	-
Accumulated other comprehensive loss	-	-	-	-	-	-
Total Shareholders' Equity (Deficit)	(2,143,370)	-	(23,763,706)	54,500,000	54,500,000	56,010,488
Total Liabilities and Shareholders' Equity (Deficit)	(2,143,455)	-	(23,763,706)	54,499,950	54,499,840	56,009,992

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation

W.R. Grace & Co. - Chapter 11 Filing Entities

Combining Balance Sheet

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ASSETS						
Current Assets						
Cash and cash equivalents	\$ 29,162	\$ -	\$ -	\$ -	\$ -	\$ -
Notes and accounts receivable, net	-	-	-	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	(562)	(26,718,392)	57,347,191	(7,288,696)	-	-
Inventories	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-	-
Other current assets	6,320	-	-	-	-	-
Total Current Assets	34,919	(26,718,392)	57,347,191	(7,288,696)	-	-
Properties and equipment, net	-	-	-	-	-	-
Goodwill, net	-	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	-	-	-	-	-	-
Investment in filing and non-filing entities	-	-	-	-	-	-
Other assets	1,630,940	-	-	-	-	-
Total Assets	\$ 1,665,859	\$ (26,718,392)	\$ 57,347,191	\$ (7,288,696)	\$ -	\$ -
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	-	-	-	-	-
Income taxes payable	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	-	-	-
Other current liabilities	551,649	5,000	-	-	-	-
Total Current Liabilities	551,649	5,000	-	-	-	-
Long-term debt - DIP facility	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Not Subject to Compromise	551,649	5,000	-	-	-	-
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	-	-	-	-	-	-
Accounts payable	-	-	-	-	-	-
Income taxes payable	(688)	(104,565)	10,346,794	(5,100)	-	-
Asbestos-related liability	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Subject to Compromise	(688)	(104,565)	10,346,794	(5,100)	-	-
Total Liabilities	550,961	(99,565)	10,346,794	(5,100)	-	-
Shareholders' Equity (Deficit)						
Preferred Stock	-	-	-	-	-	-
Common Stock	-	-	-	5,150	-	-
Paid in capital	1,104,954	859,233	3,671,658	5,144,850	-	-
(Accumulated deficit)/Retained earnings	9,945	(27,478,060)	43,427,950	(12,433,596)	-	-
Treasury stock, at cost	-	-	-	-	-	-
Accumulated other comprehensive loss	-	-	(99,212)	-	-	-
Total Shareholders' Equity (Deficit)	1,114,899	(26,618,827)	47,000,396	(7,283,596)	-	-
Total Liabilities and Shareholders' Equity (Deficit)	\$ 1,665,859	\$ (26,718,392)	\$ 57,347,191	\$ (7,288,696)	\$ -	\$ -

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

W.R. Grace & Co. - Chapter 11 Filing Entities

Combining Balance Sheet

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	W.R. Grace & Co.	W.R. Grace & Co.	W.R. Grace & Co.	W.R. Grace & Co.	W.R. Grace & Co.	W.R. Grace & Co.
	Corporation	Corporation	Corporation	Corporation	Corporation	Corporation
ASSETS						
Current Assets						
Cash and cash equivalents	\$ -	\$ 1,000	\$ -	\$ -	\$ -	\$ -
Notes and accounts receivable, net	-	-	-	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	5,824,344	(102,989)	(1,119,043)	10,284,334	540	(2,417,464)
Inventories	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-	-
Other current assets	-	-	-	-	-	-
Total Current Assets	5,824,344	(101,989)	(1,119,043)	10,284,334	540	(2,417,464)
Properties and equipment, net	-	-	-	-	-	-
Goodwill, net	-	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	-	-	-	-	-	-
Investment in filing and non-filing entities	-	94,022	-	-	-	-
Other assets	-	-	-	-	-	-
Total Assets	\$ 5,824,344	\$ (7,966)	\$ (1,119,043)	\$ 10,284,334	\$ 540	\$ (2,417,464)
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	-	-	-	-	-
Income taxes payable	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	3	-	-
Other current liabilities	-	-	-	-	-	-
Total Current Liabilities	-	-	-	3	-	-
Long-term debt - DIP facility	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Not Subject to Compromise	-	-	-	3	-	-
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	-	-	-	-	-	-
Accounts payable	-	-	-	-	-	-
Income taxes payable	(50)	-	(50)	(350)	(350)	(200)
Asbestos-related liability	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Subject to Compromise	(50)	-	(50)	(350)	(350)	(200)
Total Liabilities	(50)	-	(50)	(347)	(350)	(200)
Shareholders' Equity (Deficit)						
Preferred Stock	-	-	-	-	-	-
Common Stock	1,000	2,000	29,000	1,000	1,000	26,000
Paid in capital	5,823,446	-	-	3,136,087	-	9,988,414
(Accumulated deficit)/Retained earnings	(52)	(9,966)	(1,147,993)	7,147,595	(110)	(12,431,678)
Treasury stock, at cost	-	-	-	-	-	-
Accumulated other comprehensive loss	-	-	-	-	-	-
Total Shareholders' Equity (Deficit)	5,824,394	(7,966)	(1,118,993)	10,284,682	890	(2,417,264)
Total Liabilities and Shareholders' Equity (Deficit)	\$ 5,824,344	\$ (7,966)	\$ (1,119,043)	\$ 10,284,334	\$ 540	\$ (2,417,464)

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Balance Sheet
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	Bankruptcy Receivables	Bankruptcy Payables	Bankruptcy Stock	Bankruptcy Debt	Bankruptcy Equity	Bankruptcy Deficit
ASSETS						
Current Assets						
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Notes and accounts receivable, net	-	-	-	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	(26,312,455)	(5,132,634)	(3,350,574)	(2,509,789)	900	(1,230,598)
Inventories	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-	-
Other current assets	-	-	-	-	-	-
Total Current Assets	(26,312,455)	(5,132,634)	(3,350,574)	(2,509,789)	900	(1,230,598)
Properties and equipment, net	-	-	-	-	-	1,184,871
Goodwill, net	-	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	-	-	-	-	-	-
Investment in filing and non-filing entities	-	-	-	-	-	-
Other assets	-	-	-	-	-	-
Total Assets	\$(26,312,455)	\$(5,132,634)	\$(3,350,574)	\$(2,509,789)	900	\$(45,727)
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	-	-	-	-	-
Income taxes payable	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	-	-	-
Other current liabilities	-	-	-	-	-	-
Total Current Liabilities	-	-	-	-	-	-
Long-term debt - DIP facility	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Not Subject to Compromise	-	-	-	-	-	-
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	-	-	-	-	-	-
Accounts payable	-	-	-	-	-	-
Income taxes payable	-	(519)	(50)	(150)	(50)	(15)
Asbestos-related liability	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Subject to Compromise	-	(519)	(50)	(150)	(50)	(15)
Total Liabilities	-	(519)	(50)	(150)	(50)	(15)
Shareholders' Equity (Deficit)						
Preferred Stock	-	-	-	-	-	-
Common Stock	-	-	1,000	1,000	1,000	50
Paid in capital	-	-	-	-	-	50
(Accumulated deficit)/Retained earnings	(26,312,455)	(5,132,115)	(3,351,524)	(2,510,639)	(50)	(45,812)
Treasury stock, at cost	-	-	-	-	-	-
Accumulated other comprehensive loss	-	-	-	-	-	-
Total Shareholders' Equity (Deficit)	(26,312,455)	(5,132,115)	(3,350,524)	(2,509,639)	950	(45,712)
Total Liabilities and Shareholders' Equity (Deficit)	\$(26,312,455)	\$(5,132,634)	\$(3,350,574)	\$(2,509,789)	900	\$(45,727)

Note #3
Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Balance Sheet
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	W.R. Grace & Co.	W.R. Grace & Co. - Conn	W.R. Grace & Co. - Ind	W.R. Grace & Co. - Nev	W.R. Grace & Co. - Wyo	W.R. Grace & Co. - Other
ASSETS						
Current Assets						
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 500
Notes and accounts receivable, net	-	-	-	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	36,708,687	25,045	(73,001)	(12,559,318)	174,205	(19,494,475)
Inventories	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-	-
Other current assets	-	-	-	-	-	-
Total Current Assets	36,708,687	25,045	(73,001)	(12,559,318)	174,205	(19,493,975)
Properties and equipment, net	-	-	-	-	438,445	-
Goodwill, net	-	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	-	-	-	-	-	-
Investment in filing and non-filing entities	6,284,806	-	-	-	-	-
Other assets	-	-	-	-	-	4,066
Total Assets	\$ 42,993,493	\$ 25,045	\$ (73,001)	\$ (12,559,318)	\$ 612,650	\$ (19,489,908)
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	-	-	-	-	4,066
Income taxes payable	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	-	-	-
Other current liabilities	-	-	-	-	199	-
Total Current Liabilities	-	-	-	-	199	4,066
Long-term debt - DIP facility	-	-	-	-	438,134	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Not Subject to Compromise	-	-	-	-	438,333	4,066
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	-	-	-	-	-	-
Accounts payable	-	-	-	-	-	-
Income taxes payable	(449)	-	(50)	(65)	-	-
Asbestos-related liability	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Subject to Compromise	(449)	-	(50)	(65)	-	-
Total Liabilities	(449)	-	(50)	(65)	438,333	4,066
Shareholders' Equity (Deficit)						
Preferred Stock	-	-	-	-	-	-
Common Stock	5,000	-	1,000	85,539	1,000	5,000
Paid in capital	19,577,160	-	-	6,541,055	4,000	6,000,000
(Accumulated deficit)/Retained earnings	23,411,782	25,045	(73,951)	(19,185,847)	169,317	(25,498,975)
Treasury stock, at cost	-	-	-	-	-	-
Accumulated other comprehensive loss	-	-	-	-	-	-
Total Shareholders' Equity (Deficit)	42,993,942	25,045	(72,951)	(12,559,253)	174,317	(19,493,975)
Total Liabilities and Shareholders' Equity (Deficit)	\$ 42,993,493	\$ 25,045	\$ (73,001)	\$ (12,559,318)	\$ 612,650	\$ (19,489,908)

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

W.R. Grace & Co. - Chapter 11 Filing Entities

Combining Balance Sheet

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ASSETS						
Current Assets						
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Notes and accounts receivable, net	-	-	-	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	23,479,509	6,345,536	810,350	(59,581,362)	(100)	(86,661)
Inventories	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-	-
Other current assets	-	-	-	-	-	-
Total Current Assets	23,479,509	6,345,536	810,350	(59,581,362)	(100)	(86,661)
Properties and equipment, net	-	-	-	-	-	-
Goodwill, net	-	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	-	-	-	-	-	-
Investment in filing and non-filing entities	-	-	-	-	-	-
Other assets	-	-	-	-	-	-
Total Assets	\$ 23,479,509	\$ 6,345,536	\$ 810,350	\$ (59,581,362)	\$ (100)	\$ (86,661)
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	-	-	-	-	-
Income taxes payable	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	-	-	-
Other current liabilities	-	-	-	-	-	-
Total Current Liabilities	-	-	-	-	-	-
Long-term debt - DIP facility	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Not Subject to Compromise	-	-	-	-	-	-
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	-	-	-	-	-	-
Accounts payable	-	-	-	-	-	-
Income taxes payable	(639)	(125)	(250)	(130)	(100)	(50)
Asbestos-related liability	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Subject to Compromise	(639)	(125)	(250)	(130)	(100)	(50)
Total Liabilities	(639)	(125)	(250)	(130)	(100)	(50)
Shareholders' Equity (Deficit)						
Preferred Stock	-	-	-	-	-	-
Common Stock	1,090,000	1,000	1,000	303,000	-	-
Paid in capital	33,631,999	18,090,032	-	37,765,000	-	1,900,000
(Accumulated deficit)/Retained earnings	(11,241,851)	(11,745,371)	809,600	(97,649,232)	-	(1,986,611)
Treasury stock, at cost	-	-	-	-	-	-
Accumulated other comprehensive loss	-	-	-	-	-	-
Total Shareholders' Equity (Deficit)	23,480,148	6,345,661	810,600	(59,581,232)	-	(86,611)
Total Liabilities and Shareholders' Equity (Deficit)	\$ 23,479,509	\$ 6,345,536	\$ 810,350	\$ (59,581,362)	\$ (100)	\$ (86,661)

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Balance Sheet
MOR - 3
November 30, 2002

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ASSETS						
Current Assets						
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Notes and accounts receivable, net	-	-	-	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	352,712,759	4,389,672	(15,750,664)	5,296,949	875,419	(5,204)
Inventories	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-	-
Other current assets	-	-	-	-	-	-
Total Current Assets	352,712,759	4,389,672	(15,750,664)	5,296,949	875,419	(5,204)
Properties and equipment, net	-	-	-	-	-	-
Goodwill, net	-	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	(35,903,123)	(14,135,725)	-	-	-	-
Investment in filing and non-filing entities	187,272,210	-	-	-	-	-
Other assets	-	-	-	-	-	-
Total Assets	504,081,846	(9,746,053)	(15,750,664)	5,297,199	875,419	(5,204)
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	-	-	-	-	-
Income taxes payable	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	-	-	-
Other current liabilities	-	-	-	-	-	-
Total Current Liabilities	-	-	-	-	-	-
Long-term debt - DIP facility	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Not Subject to Compromise	-	-	-	-	-	-
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	-	-	-	-	-	-
Accounts payable	-	-	-	-	-	-
Income taxes payable	(59)	(50)	-	(250)	(250)	(150)
Asbestos-related liability	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Subject to Compromise	(59)	(50)	-	(250)	(250)	(150)
Total Liabilities	(59)	(50)	-	(250)	(250)	(150)
Shareholders' Equity (Deficit)						
Preferred Stock	-	-	-	-	-	-
Common Stock	1,000	1,000	(114,960)	100	1,000	1,000
Paid in capital	451,425,156	(2,089,027)	34,215,000	-	-	-
(Accumulated deficit)/Retained earnings	52,655,749	(7,657,976)	(49,850,704)	5,297,099	874,669	(6,054)
Treasury stock, at cost	-	-	-	-	-	-
Accumulated other comprehensive loss	-	-	-	-	-	-
Total Shareholders' Equity (Deficit)	504,081,846	(9,746,053)	(15,750,664)	5,297,199	875,419	(5,204)
Total Liabilities and Shareholders' Equity (Deficit)	504,081,846	(9,746,053)	(15,750,664)	5,297,199	875,419	(5,204)

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

W.R. Grace & Co. - Chapter 11 Filing Entities
Combining Balance Sheet
MOR - 3
November 30, 2002

	Company #1 (10)	Company #1 (11)	Company #1 (12)	Company #1 (13)	Company #1 (14)	Company #1 (15)
ASSETS						
Current Assets						
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Notes and accounts receivable, net	-	-	-	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	108,190	130,478,168	145,501,866	(81,114,868)	47,407,856	-
Inventories	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-	-
Other current assets	-	-	-	-	-	-
Total Current Assets	108,190	130,478,168	145,501,866	(81,114,868)	47,407,856	-
Properties and equipment, net	-	-	-	-	-	-
Goodwill, net	-	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-	-
Deferred income taxes	-	-	-	-	-	-
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	-	-	-	-	-	-
Investment in filing and non-filing entities	-	-	-	-	-	-
Other assets	-	-	-	-	-	-
Total Assets	\$ 108,190	\$ 130,478,168	\$ 145,501,866	\$ (81,114,868)	\$ 47,407,856	\$ -
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)						
Liabilities Not Subject to Compromise						
Current Liabilities						
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	-	-	-	-	-
Income taxes payable	-	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	-	-	-
Other current liabilities	-	-	-	-	-	-
Total Current Liabilities	-	-	-	-	-	-
Long-term debt - DIP facility	-	-	-	-	-	-
Deferred income taxes	-	28,415,346	28,415,346	-	-	-
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Not Subject to Compromise	-	28,415,346	28,415,346	-	-	-
Liabilities Subject to Compromise						
Debt, pre-petition plus accrued interest	-	-	-	-	-	-
Accounts payable	-	-	-	-	-	-
Income taxes payable	(250)	874,750	874,950	(235)	(50)	-
Asbestos-related liability	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-
Total Liabilities Subject to Compromise	(250)	874,750	874,950	(235)	(50)	-
Total Liabilities	(250)	29,290,096	29,290,296	(235)	(50)	-
Shareholders' Equity (Deficit)						
Preferred Stock	-	-	-	-	-	-
Common Stock	1,000	1,000	100	124,473	1,000	-
Paid in capital	-	30,293,750	13,880,108	51,173,713	7,308,934	-
(Accumulated deficit)/Retained earnings	107,440	70,893,322	102,331,362	(132,412,819)	40,097,972	-
Treasury stock, at cost	-	-	-	-	-	-
Accumulated other comprehensive loss	-	-	-	-	-	-
Total Shareholders' Equity (Deficit)	108,440	101,188,072	116,211,570	(81,114,633)	47,407,906	-
Total Liabilities and Shareholders' Equity (Deficit)	\$ 108,190	\$ 130,478,168	\$ 145,501,866	\$ (81,114,868)	\$ 47,407,856	\$ -

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

W.R. Grace & Co. - Chapter 11 Filing Entities

Combining Balance Sheet

MOR - 3

November 30, 2002

	W.R. Grace & Co. - Conn	W.R. Grace & Co. - Mont	W.R. Grace & Co. - Nev	W.R. Grace & Co. - Wyo	W.R. Grace & Co. - Idaho
ASSETS					
Current Assets					
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -	\$ -
Notes and accounts receivable, net	-	-	-	-	-
Receivables from/(payables to) filing and non-filing entities, net	-	-	-	-	-
Inventories	-	-	-	-	-
Deferred income taxes	-	-	-	-	(8,474,469)
Asbestos-related insurance expected to be realized within one year	-	-	-	-	-
Other current assets	-	-	-	-	-
Total Current Assets	-	-	-	-	(8,474,469)
Properties and equipment, net	-	-	-	-	-
Goodwill, net	-	-	-	-	-
Cash value of company owned life insurance, net of policy loans	-	-	-	-	-
Deferred income taxes	-	-	-	-	(268,258,653)
Asbestos-related insurance expected to be realized after one year	-	-	-	-	-
Loans receivable from/(payable to) filing and non-filing entities, net	-	-	(1,315,702,717)	45,623,190	-
Investment in filing and non-filing entities	-	-	(1,104,954)	-	-
Other assets	-	-	-	-	-
Total Assets	\$ -	\$ -	\$ (1,316,807,671)	\$ 45,623,190	\$ (276,733,122)
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)					
Liabilities Not Subject to Compromise					
Current Liabilities					
Short-term debt	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable	-	-	-	-	5,000,000
Income taxes payable	-	-	-	-	-
Asbestos-related liability expected to be disbursed within one year	-	-	-	-	(19,174,469)
Other current liabilities	-	-	-	-	-
Total Current Liabilities	-	-	-	-	(14,174,469)
Long-term debt - DIP facility	-	-	-	-	-
Deferred income taxes	-	-	-	-	(268,258,653)
Asbestos-related liability expected to be disbursed after one year	-	-	-	-	-
Other liabilities	-	-	-	-	(75,100,000)
Total Liabilities Not Subject to Compromise	-	-	-	-	(357,533,122)
Liabilities Subject to Compromise					
Debt, pre-petition plus accrued interest	-	-	-	-	-
Accounts payable	-	-	-	-	-
Income taxes payable	-	-	-	-	-
Asbestos-related liability	-	-	-	-	-
Other liabilities	-	-	-	-	-
Total Liabilities Subject to Compromise	-	-	-	-	-
Total Liabilities	-	-	-	-	(357,533,122)
Shareholders' Equity (Deficit)					
Preferred Stock	-	-	-	-	-
Common Stock	-	-	(86,493,960)	-	-
Paid in capital	-	-	(1,192,373,672)	-	-
(Accumulated deficit)/Retained earnings	-	-	(37,940,039)	94,753,767	75,100,000
Treasury stock, at cost	-	-	-	-	-
Accumulated other comprehensive loss	-	-	-	(49,130,578)	5,700,000
Total Shareholders' Equity (Deficit)	-	-	(1,316,807,671)	45,623,190	80,800,000
Total Liabilities and Shareholders' Equity (Deficit)	\$ -	\$ -	\$ (1,316,807,671)	\$ 45,623,190	\$ (276,733,122)

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

W.R. Grace & Co. - Chapter 11 Filing Entities	
Combining Balance Sheet	
MOR - 3	
November 30, 2002	
	COMBINED FILING ENTITIES
ASSETS	
Current Assets	
Cash and cash equivalents	\$ 43,409,045
Notes and accounts receivable, net	116,855,296
Receivables from/(payables to) filing and non-filing entities, net	29,647,879
Inventories	74,249,113
Deferred income taxes	4,069,678
Asbestos-related insurance expected to be realized within one year	7,717,970
Other current assets	60,425,427
Total Current Assets	336,374,408
Properties and equipment, net	382,140,321
Goodwill, net	14,441,998
Cash value of company owned life insurance, net of policy loans	83,383,389
Deferred income taxes	504,620,917
Asbestos-related insurance expected to be realized after one year	274,943,452
Loans receivable from/(payable to) filing and non-filing entities, net	438,624,551
Investment in filing and non-filing entities	224,229,269
Other assets	302,628,018
Total Assets	\$ 2,561,388,324
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	
Liabilities Not Subject to Compromise	
Current Liabilities	
Short-term debt	\$ (0)
Accounts payable	28,055,836
Income taxes payable	5,000,000
Asbestos-related liability expected to be disbursed within one year	0
Other current liabilities	63,567,611
Total Current Liabilities	96,623,447
Long-term debt - DIP facility	(0)
Deferred income taxes	-
Asbestos-related liability expected to be disbursed after one year	(0)
Other liabilities	216,732,708
Total Liabilities Not Subject to Compromise	313,356,154
Liabilities Subject to Compromise	
Debt, pre-petition plus accrued interest	537,596,422
Accounts payable	32,750,234
Income taxes payable	242,151,706
Asbestos-related liability	975,281,291
Other liabilities	518,301,515
Total Liabilities Subject to Compromise	2,306,081,168
Total Liabilities	2,619,437,322
Shareholders' Equity (Deficit)	
Preferred Stock	112
Common Stock	772,288
Paid in capital	433,064,848
(Accumulated deficit)/Retained earnings	(86,002,746)
Treasury stock, at cost	(136,994,960)
Accumulated other comprehensive loss	(268,890,538)
Total Shareholders' Equity (Deficit)	(58,050,998)
Total Liabilities and Shareholders' Equity (Deficit)	\$ 2,561,388,324

Note #3

Certain contingent liabilities of divested businesses are included on the balance sheet of W. R. Grace & Co. - Conn as it is not practical to determine which Debtor bears the ultimate obligation.

Chart 5

W. R. Grace & Co. - Conn Status of Postpetition Taxes MOR-4 November 2002				
	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Ending Tax Liability
Federal				
Withholding	\$ 21,020	\$ 2,662,471	\$ (2,662,471)	\$ 21,020
FICA - Employee	14,087	1,095,455	(1,095,466)	14,076
FICA and payroll- Employer	2,204,886	1,095,928	(1,057,536)	2,243,278
Unemployment	-	7,471	(7,471)	-
Other	-	-	-	-
Total Federal Taxes	\$ 2,239,993	\$ 4,861,325	\$ (4,822,944)	\$ 2,278,374
State and Local				
Withholding	\$ (15,699)	\$ 820,938	\$ (805,239)	\$ -
Sales & Use	1,688,623	520,384	(679,771)	1,529,236
Property Taxes	1,899,737	369,084	(334,577)	1,934,244
Other	-	-	-	-
Total State and Local	\$ 3,572,661	\$ 1,710,406	\$ (1,819,587)	\$ 3,463,480
Total Taxes	\$ 5,812,654	\$ 6,571,731	\$ (6,642,531)	\$ 5,741,854

Note #4

Grace's information systems do not provide the detailed nature of invoices in Accounts Payable. See Debtor Questionnaire (Chart 7, MOR – 5) for attestation related to accounts payable and tax obligations.

Chart 5

Remedium Group, Inc. Status of Postpetition Taxes MOR-4 November 2002				
	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Ending Tax Liability
Federal				
Withholding	\$ (6,817)	\$ 13,941	\$ (7,124)	\$ -
FICA - Employee	(1,736)	2,783	(1,047)	-
FICA and payroll- Employer	(1,652)	2,783	(1,131)	-
Unemployment	-	-	-	-
Other	-	-	-	-
Total Federal Taxes	\$ (10,205)	\$ 19,507	\$ (9,302)	\$ -
State and Local				
Withholding	\$ (287)	\$ 574	\$ (287)	\$ -
Sales & Use	-	-	-	-
Property Taxes	-	-	-	-
Other	-	-	-	-
Total State and Local	\$ (287)	\$ 574	\$ (287)	\$ -
Total Taxes	\$ (10,492)	\$ 20,081	\$ (9,589)	\$ -

Note #4

Grace's information systems do not provide the detailed nature of invoices in Accounts Payable. See Debtor Questionnaire (Chart 7, MOR – 5) for attestation related to accounts payable and tax obligations.

Chart 5

Grace Washington, Inc. Status of Postpetition Taxes MOR-4 November 2002				
	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Ending Tax Liability
Federal				
Withholding	\$ 2,287	\$ 4,774	\$ (7,061)	\$ -
FICA - Employee	-	233	(233)	-
FICA and payroll- Employer	(2,527)	233	(233)	(2,527)
Unemployment	-	-	-	-
Other	-	-	-	-
Total Federal Taxes	\$ (240)	\$ 5,240	\$ (7,527)	\$ (2,527)
State and Local				
Withholding	\$ -	\$ 892	\$ (892)	\$ -
Sales & Use	-	-	-	-
Property Taxes	-	-	-	-
Other	-	-	-	-
Total State and Local	\$ -	\$ 892	\$ (892)	\$ -
Total Taxes	\$ (240)	\$ 6,132	\$ (8,419)	\$ (2,527)

Note #4

Grace's information systems do not provide the detailed nature of invoices in Accounts Payable. See Debtor Questionnaire (Chart 7, MOR – 5) for attestation related to accounts payable and tax obligations.

Chart 5

L B Realty, Inc. Status of Postpetition Taxes MOR-4 November 2002				
	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Ending Tax Liability
Federal				
Withholding	\$ -	\$ -	\$ -	\$ -
FICA - Employee	-	-	-	-
FICA and payroll- Employer	-	-	-	-
Unemployment	-	-	-	-
Other	-	-	-	-
Total Federal Taxes	\$ -	\$ -	\$ -	\$ -
State and Local				
Withholding	\$ -	\$ -	\$ -	\$ -
Sales & Use	-	-	-	-
Property Taxes	-	-	-	-
Other	-	-	-	-
Total State and Local	\$ -	\$ -	\$ -	\$ -
Total Taxes	\$ -	\$ -	\$ -	\$ -

Note #4

Grace's information systems do not provide the detailed nature of invoices in Accounts Payable. See Debtor Questionnaire (Chart 7, MOR – 5) for attestation related to accounts payable and tax obligations.

Chart 5

Darex Puerto Rico, Inc. Status of Postpetition Taxes MOR-4 November 2002				
	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Ending Tax Liability
Federal				
Withholding	\$ -	\$ -	\$ -	\$ -
FICA - Employee	42	1,008	(1,008)	42
FICA and payroll- Employer	2,818	1,008	(714)	3,112
Unemployment	-	-	-	-
Other	-	-	-	-
Total Federal Taxes	\$ 2,860	\$ 2,016	\$ (1,722)	\$ 3,154
State and Local				
Withholding	\$ -	\$ 1,706	\$ (1,706)	\$ -
Sales & Use	-	-	-	-
Property Taxes	156,382	44,849	-	201,231
Other	-	-	-	-
Total State and Local	\$ 156,382	\$ 46,555	\$ (1,706)	\$ 201,231
Total Taxes	\$ 159,242	\$ 48,571	\$ (3,428)	\$ 204,385

Note #4

Grace's information systems do not provide the detailed nature of invoices in Accounts Payable. See Debtor Questionnaire (Chart 7, MOR – 5) for attestation related to accounts payable and tax obligations.

Chart 6

W. R. Grace & Co. - Conn
Accounts Receivable Reconciliation and Aging
MOR-5
November 2002

Trade Accounts Receivable Reconciliation	
Trade accounts receivable, beginning of month, gross	\$ 113,848,672
Amounts billed during the period	64,865,454
Amounts collected during the period	(71,647,710)
Other	125,336
Trade accounts receivable at the end of month, gross	\$ 107,191,752
Trade Accounts Receivable Aging	
Current	\$ 77,392,571
1-30 days past due	22,029,823
31-60 days past due	5,515,701
+61 days past due	2,253,657
Trade accounts receivable, gross	107,191,752
Allowance for doubtful accounts	(1,607,137)
Trade accounts receivable, net	\$ 105,584,615

Total Notes and Accounts Receivable Reconciliation	
Trade accounts receivable, net	\$ 105,584,615
Customer notes and drafts receivable	766,358
Pending customer credit notes	(13,782)
Advances and deposits	5,064,236
Nontrade receivables, net	2,687,305
Total notes and accounts receivable, net	\$ 114,088,732

Chart 6

Remedium Group, Inc.
Accounts Receivable Reconciliation and Aging
MOR-5
November 2002

Trade Accounts Receivable Reconciliation

Trade accounts receivable, beginning of month, gross	\$ -
Amounts billed during the period	-
Amounts collected during the period	-
Other	-
Trade accounts receivable at the end of month, gross	\$ -

Trade Accounts Receivable Aging

Current	\$ -
1-30 days past due	-
31-60 days past due	-
+61 days past due	-
Trade accounts receivable, gross	-
Allowance for doubtful accounts	-
Trade accounts receivable, net	\$ -

Notes and Accounts Receivable Reconciliation

Trade accounts receivable, net	\$ -
Customer notes and drafts receivable	-
Pending customer credit notes	-
Advances and deposits	-
Nontrade receivables, net	181,752
Total notes and accounts receivable, net	\$ 181,752

Chart 6

Darex Puerto Rico, Inc.
Accounts Receivable Reconciliation and Aging
MOR-5
November 2002

Trade/Accounts Receivable Reconciliation	
Trade accounts receivable, beginning of month, gross	\$ 2,605,066
Amounts billed during the period	484,210
Amounts collected during the period	(528,201)
Other	2,319
Trade accounts receivable at the end of month, gross	\$ 2,563,394
Trade/Accounts Receivable Aging	
Current	\$ 1,456,923
1-30 days past due	353,984
31-60 days past due	292,816
+61 days past due	459,671
Trade accounts receivable, gross	2,563,394
Allowance for doubtful accounts	(50,443)
Trade accounts receivable, net	\$ 2,512,951
Notes and Accounts Receivable Reconciliation	
Trade accounts receivable, net	\$ 2,512,951
Customer notes and drafts receivable	-
Pending customer credit notes	(10,456)
Advances and deposits	-
Nontrade receivables, net	3,148
Total notes and accounts receivable, net	\$ 2,505,643

Chart 6

Grace Europe, Inc.
Accounts Receivable Reconciliation and Aging
MOR-5
November 2002

Trade Accounts Receivable Reconciliation	
Trade accounts receivable, beginning of month, gross	\$ -
Amounts billed during the period	-
Amounts collected during the period	-
Other	-
Trade accounts receivable at the end of month, gross	\$ -
Trade Accounts Receivable Aging	
Current	\$ -
1-30 days past due	-
31-60 days past due	-
+61 days past due	-
Trade accounts receivable, gross	-
Allowance for doubtful accounts	-
Trade accounts receivable, net	\$ -
Notes and Accounts Receivable Reconciliation	
Trade accounts receivable, net	\$ -
Customer notes and drafts receivable	-
Pending customer credit notes	-
Advances and deposits	-
Nontrade receivables, net	79,169
Total notes and accounts receivable, net	\$ 79,169